

CHAPMAN AND CUTLER LLP

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

San Francisco  
595 Market Street  
San Francisco, CA 94105  
(415) 541-0500

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

June 28, 2007

RECORDATION NO. 19518-M FILED

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

JUN 28 '07 9 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1995 BNSF Railway Company  
Leveraged Lease Financing of Equipment (Santa Fe Trust No. 1995-1)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment (Santa Fe Trust No. 1995-1), dated as of July 6, 2007, among The Bank of New York Trust Company, N.A., as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (Santa Fe Trust No. 1995-1), dated as of June 27, 1995, between BNSF Railway Company (successor to The Atchison, Topeka and Santa Fe Railway Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on July 7, 1995 at 11:30 A.M. under recordation number 19518.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee  
and Assignor:

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration  
(Santa Fe Trust No. 1995-1)

Law Offices of  
CHAPMAN AND CUTLER LLP

Indenture Trustee  
and Assignee:

The Bank of New York Trust Company, N.A.  
2 North LaSalle Street, Suite 1020  
Chicago, Illinois 60602  
Attention: Corporate Trust Administration  
(Santa Fe Trust No. 1995-1)

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 51 SD75M Locomotives bearing the road numbers and the ATSF or BNSF reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (Santa Fe Trust No. 1995-1).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

ATSF

1995-1

Equipment Description:

Number of Units:

fifty-one (51)

Model:

SD75M

Old Reporting Mark  
and Road Numbers

New Reporting Mark  
and Road Numbers

ATSF	200
ATSF	201
ATSF	202
ATSF	203
ATSF	204
ATSF	205
ATSF	206
ATSF	207
ATSF	208
ATSF	209
ATSF	210
ATSF	211
ATSF	212
ATSF	213
ATSF	214
ATSF	215
ATSF	216
ATSF	217
ATSF	218
ATSF	219
ATSF	220
ATSF	221
ATSF	222
ATSF	223
ATSF	224
ATSF	225
ATSF	226
ATSF	227
ATSF	228
ATSF	229
ATSF	230
ATSF	231
ATSF	232

BNSF	8200
BNSF	8201
BNSF	8202
BNSF	8203
BNSF	8204
BNSF	8205
BNSF	8206
BNSF	8207
BNSF	8208
BNSF	8209
BNSF	8210
BNSF	8211
BNSF	8212
BNSF	8213
BNSF	8214
BNSF	8215
BNSF	8216
BNSF	8217
BNSF	8218
BNSF	8219
BNSF	8220
BNSF	8221
BNSF	8222
BNSF	8223
BNSF	8224
BNSF	8225
BNSF	8226
BNSF	8227
BNSF	8228
BNSF	8229
BNSF	8230
BNSF	8231
BNSF	8232

ATSF	233	BNSF	8233
ATSF	234	BNSF	8234
ATSF	235	BNSF	8235
ATSF	236	BNSF	8236
ATSF	237	BNSF	8237
ATSF	238	BNSF	8238
ATSF	239	BNSF	8239
ATSF	240	BNSF	8240
ATSF	241	BNSF	8241
ATSF	242	BNSF	8242
ATSF	243	BNSF	8243
ATSF	244	BNSF	8244
ATSF	245	BNSF	8245
ATSF	246	BNSF	8246
ATSF	247	BNSF	8247
ATSF	248	BNSF	8248
ATSF	249	BNSF	8249
ATSF	250	BNSF	8250

JUN 28 '07 -9 00 AM

**MEMORANDUM OF LEASE ASSIGNMENT  
(SANTA FE TRUST NO. 1995-1)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Assignment, made and entered into as of July 6, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ( "*Owner Trustee*" ) under the Amended and Restated Trust Agreement (Santa Fe Trust No. 1995-1) dated as of July 6, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and The Bank of New York Trust Company, N.A., a national banking association, as Indenture Trustee ( "*Indenture Trustee*" ).

**WITNESSETH:**

1. The Owner Trustee and BNSF Railway Company ( "*Lessee*" ) have entered into an Equipment Lease Agreement (Santa Fe Trust No. 1995-1), dated as of June 27, 1995 (as amended, supplemented or modified, the "*Lease*" ), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on July 7, 1995 at 11:30 A.M. under recordation number 19518 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (Santa Fe Trust No. 1995-1), dated as of July 6, 2007, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease and the rents and other proceeds therefrom (with certain exceptions) to The Bank of New York Trust Company, N.A., as Indenture Trustee.

4. A memorandum of said Trust Indenture and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By   
Name: Michele C. Harra  
Title: Financial Services Officer

Executed on this 20<sup>th</sup> day of June, 2007.

THE BANK OF NEW YORK TRUST COMPANY, N.A.

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2007.

THE BANK OF NEW YORK TRUST COMPANY,  
N.A., as Indenture Trustee

By  \_\_\_\_\_  
Name: J. BARTOLINI  
Title: VICE PRESIDENT

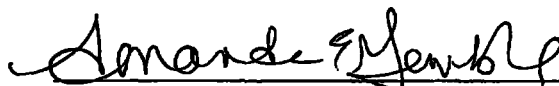
Executed on this 20<sup>th</sup> day of June, 2007.

STATE OF DELAWARE )  
 )  
COUNTY OF WILMINGTON )  
**NEW CASTLE**

SS.:

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Michele C. Herra, who being by me duly sworn, says that (s)he is the **Financial Services Officer** of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: **AMANDA E. GAMBLE**  
Notary Public **Notary Public - State of Delaware**  
My Commission Expires: **May 15, 2011**  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )  
SS.:

On this, the \_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on June \_\_\_\_, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



STATE OF DELAWARE       )  
                                      )  
COUNTY OF WILMINGTON    )       SS.:

On this, the \_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_\_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS       )  
                                      )  
COUNTY OF COOK        )       SS.:

On this, the 20<sup>th</sup> day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. BARTOLINI, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on June 20, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



T. Mosterd  
Name:  
Notary Public  
My Commission Expires: 1/22/09  
Residing in Chicago

EXHIBIT A

UNITS

ATSF

1995-1

Equipment Description:

Number of Units:

fifty-one (51)

Model:

SD75M

Old Reporting Mark  
and Road Numbers

New Reporting Mark  
and Road Numbers

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BNSF	8200
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BNSF	8207
BNSF	8208
BNSF	8209
BNSF	8210
BNSF	8211
BNSF	8212
BNSF	8213
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ATSF	250	BNSF	8250

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/28/07



\_\_\_\_\_  
Robert W. Alvord